

FEEL THE LEADERSHIP



BE THE LEADERSHIP

makeameme.org

AUGUST 2026

INTRODUCTION

We, the Connecticut Education Association (CEA), are a membership organization that advocates for and represents more than 43,000 members. Since its founding in 1848, CEA has consistently promoted the value of public education, encouraged public awareness of the resources necessary to provide quality education, and emphasized the importance of the teacher in the education process.

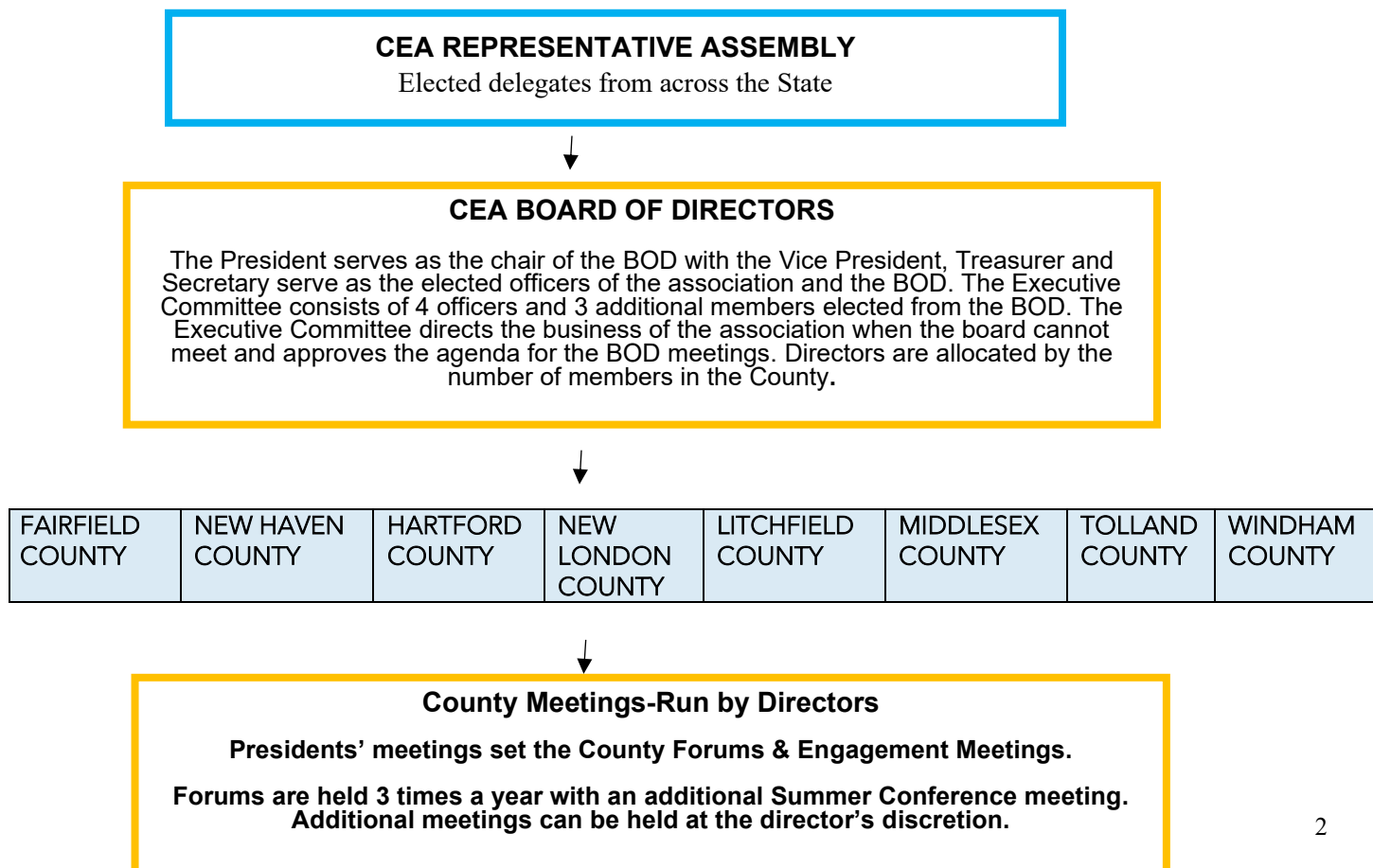
While many things have changed since 1848, the role of the Association as a champion of teachers, students, and public education has remained constant throughout the years. Today, as always, CEA is committed to helping teachers meet both their professional needs and the educational needs of all Connecticut's students.

Membership involvement and Leader Development is crucial to CEA's mission.

The CEA Constitution and Bylaws set rules as to how CEA operates. The governance structure of Officers and a Board of Directors develop policies called the Board Policies, interpret the Constitution and Bylaws. The Directors and staff use those policies along with the Constitution and Bylaws to make decisions all year long to run the organization.

The most important meeting of the year is the CEA Representative Assembly where elected delegates from locals meet to set the operational budget of the association as well as consider changes to our Constitution, Bylaws and CEA Resolutions. CEA Resolutions are the association's beliefs.

CEA GOVERNANCE STRUCTURE



CEA CONSTITUTION

The Constitution outlines the Board of Director duties. Each County Director elected represents their county on the Board of Directors. Vice chairs are elected at County forums to be the “back up” for a Director that cannot attend a Board of Director meeting.

ARTICLE V - BOARD OF DIRECTORS

Section A. Composition. The Board of Directors shall consist of the executive officers, the National Education Association Director(s), county directors, chairperson of the CEA Student Program, and the President and Vice President of CEA-Retired. County directors shall be apportioned on the basis of one for each 1500 members or major fraction thereof, but each county shall have at least one.

Members from ethnic minorities shall comprise at least ten (10) percent of the Board of Directors. The Representative Assembly shall elect Ethnic Minority Directors At-Large as appropriate to assure such ethnic minority representation. An Ethnic Minority Director At-Large shall be a member of an ethnic minority group, as defined in the NEA Bylaws, Section 12-h. The Representative Assembly shall also elect an Ethnic Minority Director Alternate who may substitute for any Ethnic Minority Director who is absent from any Board of Directors’ meeting. The percentage of ethnic minority members on the Board of Directors shall be at least equal to the percent of ethnic minority teachers in Connecticut as determined by the State Department of Education from the annual Educator Race/Ethnicity Trend Report. The Representative Assembly shall elect an Ethnic Minority Director as well as Ethnic Minority Director(s) At-Large as appropriate to assure such ethnic minority representation. An Ethnic Minority Director At-Large shall be a member of an ethnic minority group, as defined in the NEA Bylaws, Section 12-h. The Representative Assembly shall also elect an Ethnic Minority Director Alternate who may substitute for any Ethnic Minority Director who is absent from any Board of Directors’ meeting. If between meetings of the Representative Assembly ethnic minority representation on the Board of Directors falls below the metric established above, the Ethnic Minority Director Alternate shall automatically assume the position of Ethnic Minority Director At-Large provided that in such event the Board of Directors shall elect a successor Ethnic Minority Director Alternate who shall serve until the next Representative Assembly.

- 1. Membership Date.** The number of active members as recorded in the CEA office as of January 15, 2014 and January of each subsequent year shall be used to determine the number of directors from each county as of July 1 of the same calendar year, subject to the provisions of subsection 2 and 3 below.
- 2. Reduced Representation.** If a county has more than one director and if, on January 15, the number of members within the county is less than that required to maintain the number of directors previously established for said county, the number of said county’s directors shall be reduced effective July 1 of the same calendar year, provided however any such reduction shall become effective as of the first July 1 thereafter on which the term of any incumbent director from said county expires.
- 3. Additional Representation.** If the number of active members as of January 15 warrants an increase in the number of county directors from any county, any new position will be

considered vacant and will be filled according to the Constitution Article V. Section C.1. This is an interim appointment, with such position becoming a full three-year term the first July 1 following the next regularly scheduled election.

Section B. Terms of Office. The term of office of each county director including Ethnic Minority Director at Large, and Ethnic Minority Ethnic Director Alternate shall be three years. The office of county director, Ethnic Minority Director at Large, and Ethnic Minority Director Alternate may be held for two three-year terms, or six years. If an interim position is served, then the office of county director may be held for no more than eight years.

Following a break of two years from the Board of Directors, subject to the same aforementioned conditions, a member may seek election to the position of county director.

The term of office for an Ethnic Minority Director At-Large and the Ethnic Minority Director Alternate shall be three years, except that (1) in the event that the Representative Assembly shall elect two additional Ethnic Minority Directors At-Large, the second highest vote-getter shall have a one-year term in office, and (2) in the event that the Representative Assembly shall elect three additional Ethnic Minority Directors, the second highest vote-getter shall have a two-year term in office and the third highest vote-getter shall have a one-year term in office. Beginning with elections held after July 1, 2009, the office of Ethnic Minority Director At-Large and Ethnic Minority Director Alternate may be held for two three-year terms, or six years. If an interim position is served, then the office of Ethnic Minority Director At-Large may be held for no more than eight years. Following a break of two years from the Board of Directors, subject to the same aforementioned conditions, a member may seek election to the position of Ethnic Minority Director At-Large.

All directors shall assume office the first day of July subsequent to their election. No county director, State NEA Director nor Ethnic Minority Director At-Large shall hold office in the Association or chair any of its commissions.

In any county entitled to representation by more than one director, the initial election to any new director position may be for a term of one, two, or three years, and any such terms shall be established by the Board of Directors in such manner as to equalize as nearly as possible the number of directors' terms expiring for such county in each of the three succeeding years.

Section C. Vacancies.

1. Any vacancy on the Board of Directors, excluding the NEA Directors shall be filled by appointment of the Board of Directors, and subject to the provisions of Article II, Section A. of the Bylaws provided that if such vacancy occurs in the office of county director, the first vice chair of said county shall automatically assume the position of county director. In the event the assuming of such position by such vice chair would be in violation of Article II, Section A. of the Bylaws, the vacancy shall be filled by the second vice chair. In the event the assuming of such position by such vice chair would be in violation of Article II, Section A. of the Bylaws, the vacancy shall be filled by the Board of Directors. Any such interim appointment shall continue only until the next opportunity for an election under the Bylaws, which election shall be to fill the unexpired term. The Board of Directors may, by a two-thirds vote of its members, declare a vacancy to exist when any member shall

- be absent from three consecutive meetings of the Board of Directors.
2. In the event of a vacancy in the office of NEA Director, the NEA Board of Director Alternate shall assume the position of NEA Director subject to the provisions of Article IV, Section C. Duties and Eligibility of the Director Alternate and Article III, Section A. Eligibility of the Bylaws. A vacancy in the office of NEA Director Alternate shall be filled by an interim appointment of the Board of Directors. Any such interim appointment shall continue only until the next opportunity for an election under the Bylaws which election shall be to fill the unexpired term
 3. If between meetings of the Representative Assembly ethnic minority representation on the Board of Directors falls, the person(s) elected shall serve until an election can be held by the next Representative Assembly.

Section D. Meetings, Quorum, and Chair Pro Tem. The Board of Directors shall meet subject to the call of the President or upon written request to the President by five or more members of the board. A majority of the members of the Board shall constitute a quorum. In the absence of the President, Vice President, Secretary, and Treasurer at a meeting of the Board of Directors, the duties of the President shall be performed by a pro tempore chair elected by the members present at the meeting.

Section E. Powers, Duties, and Responsibilities. The Board of Directors shall:

1. implement such specific measures as the Association through its Representative Assembly directs;
2. recommend to the Representative Assembly such measures as shall seem advisable to secure the objects for which the Association is organized;
3. have power, between meetings of the Representative Assembly, to carry on the work for which the Association is established;
4. adopt, upon recommendation of the executive director, the Association's strategic goals and establish their priority relationship in advance of, and as a guide to, preparing the Association's fiscal budget;
5. receive periodic and regular program reviews in order to ascertain Association achievement of its adopted strategic goals;
6. serve as a nominating committee, in accordance with the terms of the Bylaws;
7. establish a board of credentials which shall determine the proper qualifications of all delegates to the Representative Assembly, provided that in case of dispute the board of credentials shall hold hearings and present the case for final action before the Representative Assembly;
8. cause to be maintained a central office for the Association;
9. have power to engage for a period not to exceed three years an executive director, whose duties the board shall define;
10. have power to employ other such professional staff members as the board shall deem necessary;
11. Submit Constitution and Bylaw amendments to the Representative Assembly at its annual meeting;
12. submit a total budget for the following fiscal year to the Representative Assembly at its annual meeting;
13. appoint annually an auditor who shall examine all accounts of the Association and render a written report to the Board, and provide a summary of such report to be published in

- the official journal of the Association;
14. bond the Treasurer and any employee in such amounts as are deemed necessary, the expense of such bonds to be paid by the Association;
 15. act upon applications for approval of local or regional groups of CEA members qualifying annually for affiliation with the CEA in accordance with Article IX of the Constitution;
 16. cause to be published an official journal of the Association, together with such other publications as are deemed advisable;
 17. cause to be published and distributed a report of each meeting of the Board of Directors;
 18. have power to determine the administration of the Reserve Operational Fund;
 19. have power to deny membership for cause;
 20. have appellate jurisdiction on procedural grounds on the record in matters affecting the censure, suspension, or expulsion of individual members or local affiliates. Upon appeal, the Board of Directors shall not substitute its judgment for that of the Review Board as to the weight of the evidence on questions of fact; if a procedural defect is found, the case shall be sent back to the Review Board for further proceedings; otherwise, the Board of Directors shall affirm the Review Board's action and its decision shall be final;
 21. adopt procedures for the recording and authorization for payment of all Association expenditures;
 22. attend the Representative Assembly as voting members.

CEA BYLAWS

ARTICLE II – SELECTION OF COUNTY DIRECTORS

Section A. Eligibility. Any active member of the Association shall be eligible to become a county director in the county in which they are employed or is assigned as stipulated in Article VIII, Section J of the Bylaws. No two county directors shall be employed in the same town or school district. A nominee must be an active or life member of the Connecticut Education Association. Any active member of the Association who is a member of an ethnic minority group as defined in the NEA Bylaws, Section 12h shall be eligible to become an Ethnic Minority Director, Ethnic Minority Director At-Large or Ethnic Minority Director Alternate.

Section B. Announcement. The September/October issue of the official journal of the Association shall carry an announcement of the county directors whose terms expire at the end of the year and call attention to the provisions of the Bylaws governing the selection of county directors. Such announcement shall also include a projection of potential new or reduced director positions based on increased or decreased membership within any counties.

Section C. Nomination. Any active member seeking nomination as a candidate for a county director position on the Board of Directors must obtain a nomination packet from the Elections Committee Chair through the Office of the President. The nomination packet shall include a county director nomination form, a petition form, and a candidate statement form. All of these forms must be completed and submitted to the Elections Committee Chair, Office of the President no later than December 1. The Elections Committee Chair, Office of the President will acknowledge receipt

electronically. The nomination form must include the nominee's name, qualifications, and the specific county director position they are seeking. The nomination petition must be signed by at least 25 active members from the same county. The candidate statement must not exceed 175 words. Paper copies of the forms may be required, upon request. Once the statement is submitted, no revisions or resubmissions are permitted.

Section D. Certification of Candidates. Upon receipt of all timely filed nomination petitions, the Elections Committee shall certify the candidates and direct their names and their statements of up to 175 words each to be placed in the official publication of the Association that contains the ballot.

Section E. County Forums. Those candidates certified by the Elections Committee shall have the opportunity to address county forum meetings during the meetings held after their certification.

Section F. Withdrawal. Any duly nominated candidate may withdraw as a candidate provided that candidate shall submit to the Elections Committee Chair, Office of the President, notification of such withdrawal in writing.

Section G. Election. The following procedures govern the election of a county director from the nominees for each directorship to be filled:

1. Where only one candidate is duly nominated, said nominee shall be declared elected.
2. All active members in a county shall be eligible to vote for a county director of that county.
3. An electronic ballot will be provided to each member on record at the CEA office in each county where there is to be a contested election. By April 1, Members will be notified by email to access their ballot on the member identification protected CEA website. Members must vote by April 22.
4. The ballots shall be tabulated prior to May 1. Immediately upon the completion of tabulation the Election Committee chair shall certify the results of the election to the President. Such certification shall stand unless challenged within 15 days of certification.
5. Only official ballots shall be counted.
6. The nominee receiving the largest number of votes cast shall be declared elected to fill the position.
7. In case of a tie for the designated position, a runoff election shall take place prior to May 21 to decide between the two candidates receiving the greatest number of votes.
8. Tabulation of all voting for county directors shall be published in the official journal of the Association at the earliest opportunity after completion of voting.

FIDUCIARY RESPONSIBILITIES

The Board of Directors is responsible for overseeing the finances and integrity of the organization. With respect to financial considerations, as fiduciaries, it is the responsibility of the board to understand the budget, review financial matters and make decisions that utilize the resources of the association in accordance with the best interests of the membership.

In all matters, the Board must consider the best interests of the organization when making decisions. It is paramount that as the board reviews policies, practices, procedures and planning the best interests of the organization as a whole are the primary considerations.

RESPONSIBILITY OF THE COUNTY DIRECTOR

The County Director provides communication to the county president's and members on issues facing the Board of Directors. They are charged with the responsibility of considering those that they represent when voting and making decisions. The Directors also serve as fiduciaries of the association resources.

County Director's and presidents have the responsibility of organizing county forums, advertising and recruiting for attendance at those forums. A county forum is the perfect time to organize members, create solidarity, learn about the organization, and network with other teachers.

At each county forum and meeting, the County Secretary is responsible for producing minutes from the meeting and sending those to the office of the president. The Senior County Director may ask a member at large to do this task if the County Secretary is not available. In the event a county elects to use a system of registration and payment that is not through the CEA website, the County Treasurer will be responsible for collecting payment and ensuring it is sent to the CEA office of Finance. The County Treasurer is also responsible for ensuring payment to the venue for county business meetings.

COUNTY FORUMS:

CEA Bylaws indicate that the County Forums exist for the following purposes:

- Elect county vice-chairs
- Make recommendations to the Board of Directors
- Be a vehicle of communication between the Board and membership
- Discuss the problems affecting the association prior to the RA
- Provide opportunities to hear candidates running for office

The Bylaws say that the County Forums may meet at least three times a year.

County forums are also opportunities for individuals running for office to address members.

In the fall of 2021, the county directors agreed to the following:

- All candidates get 3 minutes (uncontested and contested)
- Candidate materials can be displayed at the registration tables of all in-person events.

Elections Conducted at the County Forums: At spring forums, it is the responsibility of the County Directors to run elections for Resolutions and Vice Chairs. Those elections must be reported to the office of the President as soon as the election is complete. Elections for CEAPAC are conducted in

the fall for a two-year term. Please reach out to the office of the President with questions about open seats.

As of the Spring of 2025, the Board decided to move to a statewide virtual format for the County Forums. In addition to the Summer Conference County Forum, we will host a virtual forum in the fall, winter, and spring. Officers will be in attendance at all County Forums. CEA will provide notice of all forums to membership. Directors are expected to communicate with local presidents about the forums and encourage signups from their counties. The Board of Directors/Executive Committee will provide the agenda for the statewide forums, and the CEA secretary will provide minutes for the statewide portion of the forums. Staff are invited to attend the statewide forum, but will only attend the county portion if invited by the Senior Director.

County directors must attend all three virtual forums and be prepared to run a breakout room with members from their county who are in attendance. It is important that you notify local presidents of the upcoming forums and any county specific agenda items that will be acted upon such as elections of Resolutions, CEAPAC or vice chairs. You should submit minutes from your breakout room activities to Mary-Pat Soucy following the forum.

In addition, county directors are expected to run two **County Engagements**. Engagements are events that are determined by the directors and can be social, professional development, issue-based, or legislative. Engagements are scheduled by the directors, and officers will attend if they are able. Staff must be invited by the county directors if you would like them to attend. Minutes do not need to be submitted for these events, but a list of attendees must be submitted to Mary Pat Soucy following the engagements.

CEA will support County Engagements in the following ways:

- Website tab on the CEA site with dates, times, and registration links
- President's will be provided with registration information 2 weeks prior to an engagement and then on the Friday before.
- CEA will promote Engagements to all members and provide dates, times, locations, and signup information.
- Any director in need of help finding a venue will contact Angela Spinnato (angelas@cea.org)
- CEA (via Mary-Pat marypats@cea.org) can provide targeted emails to LP's by county and to all members by county. Directors are responsible for drafting the email and providing Mary Pat with reasonable turnaround time for distribution.
- CEA will set up the zoom link and provide support for the business forums
- CEA will provide programming assistance by request.

RESPONSIBILITIES OF THE SENIOR COUNTY DIRECTOR:

The Senior County Director is elected at the August County Meeting that is held at Summer Conference. It does not need to be the longest serving director.

The responsibilities include the following:

- Communication with presidents regarding both president's meeting, county forums and county engagements

- Communication with CEA regarding the county forum and engagement agendas
- Collaborating with partner directors and CEA staff regarding county forum locations
- Ensuring timely communications with fellow board members regarding upcoming meetings and events
- Setting up virtual county meetings as needed
- Ensure all elections are conducted and reported to the office of the president in a timely manner (*see sample form in appendix*)
- Ensure budget management of county president's and forums
- Communicate agenda's for president's meetings, county forums and county engagements to the office of the President (*see sample form in appendix*)
- Ensure County Secretary records and submits minutes (*see sample form in appendix*)
- Report attendance at county engagements to the office of the President following each county engagement
- Report budget receipts, reimbursements, payments immediately following each county engagement

VICE CHAIR RESPONSIBILITIES:

1. A Vice Chair is always elected at the Spring County Forum and holds a 1-year term which runs from July 1st to June 30th.
2. As a Vice Chair you can attend board meetings but cannot vote on any motion unless you are "seated" in place of an absent director.
3. A Vice Chair is seated by the president when a Director is absent from a meeting.
4. Vice Chairs can debate an issue on the floor but may not vote.
5. Vice Chairs can make motions and amendments but may not vote on the motions.
6. Vice Chairs are not automatic delegates to the CEA RA, only Directors. You would need to run locally to be an RA Delegate.
7. The CEA Election cycle starts in October/November each year. The CEA Advisor advertises open director positions, and we encourage you to run as a director if you are eligible. Anyone running for an open position must submit the appropriate paperwork by December 1.
8. At the 2021 RA, the CEA Constitution was amended to have the Vice Chairs constitute the Review Board. Please see the information below. The Vice Chairs need to have one meeting and elect a Chair and file minutes with the office of the President.

ARTICLE VIII – REVIEW BOARD

Section A. The judicial powers of the Association as described in this article shall be vested in a Review Board.

Section B. Powers. The jurisdiction of the Review Board shall extend to cases as herein defined:

1. The Review Board shall have original jurisdiction in the following cases:
 - a. impeachment of an officer who is a member of the Executive Committee;
 - b. alleged violations of the *Code of Ethics of the Education Profession*;
 - c. the censure, suspension, or expulsion of a member;

d. review, upon request, of an action of the Executive Committee, Board of Directors, or Representative Assembly; a local affiliate; affiliate membership; regarding consistent application of the Constitution or Bylaws of the Association, and to recommend to the appropriate governing body remedial action if necessary. Requests for review may be made only by the Executive Committee, Board of Directors, or Representative Assembly, a local affiliate by a majority vote of the affiliate membership, or upon petition of ten (10) percent of the most recent certified delegates of the Representative Assembly.

2. The Review Board shall have the following powers subject to the conditions as herein outlined:

a. to impeach an officer. The officer shall have the right to appeal (on procedural grounds on the record) to the Board of Directors;

b. to censure, suspend, or expel a member for violation of the *Code of Ethics of the Education Profession* or other sufficient cause, including criminal offenses, or conduct that would discredit the Association or the teaching profession. The member shall have the right to appeal on procedural grounds on the record to the Board of Directors;

c. to vacate, censure, lift suspension, or reinstate a member;

d. to review an action of the Executive Committee, Board of Directors, or Representative Assembly for consistency with regarding consistent application of the Constitution or Bylaws of the Association, and to recommend to the appropriate governing body remedial action if necessary. Requests for review may be made only by the Executive Committee, Board of Directors, or Representative Assembly, a majority vote of the membership of a local affiliate, or upon petition of ten (10) percent of the certified delegates of the most recent Representative Assembly.

Section C. Review Board Membership. The Review Board shall consist of the first vice chairs of the counties.

Section D. Impeachment.

1. Members of the Review Board may be impeached for violation of the Code of Ethics of the Education Profession; for malfeasance, for misfeasance, or for nonfeasance.

2. The process for impeachment of Review Board members shall be as follows:

a. proceedings against a member of the Review Board shall be initiated by action of the Representative Assembly, or by a local affiliate by a majority vote of the affiliate membership, or upon petition of ten (10) percent of the certified delegates of the most recent Representative Assembly under rules determined by the Board of Directors.

b. an affirmative vote of the Board of Directors shall be required to order an impeachment hearing on specified charges.

c. an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors shall be required to sustain a charge following a due process hearing before the Board and the position shall become vacant.

Section E. Review Board Prerogatives. The Review Board shall elect a chair and establish its rules of procedure. Due process must be guaranteed in all its proceedings.

OTHER INFORMATION

THE CEA CALENDAR YEAR

At the summer board meeting the CEA Board of Directors approves a master calendar set by the CEA President. This calendar sets all the dates for County Forums, County Presidents meetings, Board of Directors meetings and our highest body of government meeting - the CEA Representative Assembly.

COUNTY PRESIDENT'S MEETINGS

County presidents' meetings are scheduled two weeks ahead of the County Forum meetings, to allow the local presidents to come together and discuss any local or state issues in private, as well as develop and agree on the agenda for the County Forums.

Also, the CEA Master Calendar is available on the website. Important meetings such as county forums, and other CEA sponsored meetings are always posted on the front page of the website under **UPCOMING EVENTS**.

RESOURCES FOR A COUNTY DIRECTOR

CEA.ORG has a wealth of information for any building representatives, local president or board of director would need. Each leadership group has its own section located on the top bar under **MEMBERS**. Treasurers and Membership Chairs also have their own sections dealing with a wide variety of procedures and processes that need to be accomplished throughout the year. You can keep up with all of the latest CEA news by browsing through our website.

CANCELLATION OF MEETING

Cancellations or postponements of scheduled CEA meetings including County Forums due to inclement weather or for other reasons are determined by the CEA President upon consultation with the chairperson and the Executive Director. A cancellation of a County Forum will

Cancellations of scheduled meetings will normally be made by 10 a.m. on the day of the scheduled meeting date based upon:

- latest weather forecast;
- highway and other traffic conditions; and,
- planned agendas.

The President's office will ensure immediate notification to the CEA Receptionist and appropriate staff. The Receptionist will update the voicemail message to indicate any meeting cancellations. The meeting cancellation will also be posted on the CEA website, www.cea.org.

BOARD MEETINGS

You will receive an RSVP for the upcoming Board meeting two weeks prior to the meeting. Please reply and indicate if you have any food allergies. A quorum is important for any meeting at CEA. There must be enough members present to pass our business items.

CEA WEBSITE

The CEA Website has a dedicated Board of Directors page. All materials are to be loaded up for review before the meeting. Check back frequently for any changes. This page is member-protected, which means only board members and CEA staff have access to this page. You must enter your member ID to gain access.

<https://cea.org/board-of-directors/>

GARAGE FOB

As a CEA Board member, you receive a garage fob to enter in and out of the Capitol Place garage. You are given 24x7 access to the garage and the 3rd and 5th floors. A form is needed to be filled out and signed in order to create the fob.

BOARD STIPEND

The CEA Board passed a policy last year that allows for a Board Stipend, dependent on your attendance to meetings required.

ONLINE MILEAGE

All Board meetings allow you to submit mileage to and from home. The QR Code and link to use this are below. There is a Board Policy that outlines the end of the year payment of all mileage.

<https://cea.org/forms-and-documents/#1693326748556-60c1a404-a8fc>





Fiduciary duty

FIDUCIARY RESPONSIBILITY: A COMPLETE GUIDE WITH EXAMPLES

Written by [Toni Hoy](#),

<https://www.boardeffect.com/blog/fiduciary-responsibilities-nonprofit-board-directors/>

A fiduciary responsibility is an obligation that prevents one party from acting in their own interest rather than in the interest of the organization. For nonprofits, this ethical commitment makes it possible for them to fulfill their missions.

Board members in nonprofits must be aware of their fiduciary duties and what constitutes a breach of responsibility. A lack of understanding or being underinformed regarding these duties results in liabilities for the organization and is considered poor board governance. Instituting a program like [governance training](#) can help directors avoid inadvertently violating their obligations.

In this blog, you'll discover the following topics:

- A definition of fiduciary responsibilities

- Why fiduciary duties are important and how they relate to corporate governance

- A comprehensive list of board members' fiduciary obligations

- Examples of fiduciary responsibilities

What Is a Fiduciary Responsibility?

If you haven't yet served in a capacity that carries fiduciary responsibilities, the term may sound unfamiliar. What does fiduciary responsibility mean?

The following fiduciary responsibility definition will clarify its meaning. The term fiduciary comes from the Latin term for "faith" or "trust." A fiduciary responsibility speaks to the relationship between one party who is obligated to act in the best interest of another party. In its truest sense, a fiduciary duty implies that a person who has this type of responsibility conducts themselves according to an ethical standard above what may be legally required. In simple terms, a fiduciary duty demands that a person does what is right, no matter the circumstances.

The responsibilities of fiduciaries are governed by federal and state laws, as well as common law. The [Uniform Fiduciaries Act](#) and the [Uniform Trustees' Powers Act](#) are two laws that guide fiduciary responsibilities.

Why Are Fiduciary Responsibilities Important?

Fiduciary responsibilities are important because they establish a high standard of care for individuals or organizations. In the case of nonprofit boards, members are responsible for managing the organization's interests, so they are bound to legal and ethical obligations, thus protecting the nonprofit from abuses of power or [conflicts of interest](#).

Fiduciary responsibilities are important because they provide the following:

- Protection of an organization's assets from misuse of power

- Prevent conflicts of interest

- Provide greater transparency and accountability

- Promote a higher level of professionalism from the organization's leaders

It's important to note that nonprofit board directors are legally bound by their fiduciary responsibilities. This is because governments need the assurance that nonprofit organizations – and all those involved with them – aren't profiting from the organization's efforts, which would otherwise subject them to paying taxes.

Good Governance and Ethical Behavior

Board directors who diligently perform their fiduciary duties responsibly protect the organization's reputation – a central tenant of good governance.

How important are fiduciary duties? According to the [Association of Governing Boards of Universities and Colleges](#), "Fiduciary duties are at the heart of governance."

What Are the Primary Fiduciary Duties?

Each duty has a specific meaning and context and fall into one of the following six categories:

1. Duty of Care
2. Duty of Loyalty
3. Duty of Obedience
4. Duty of Confidentiality
5. Duty of Prudence
6. Duty to Disclose

Duty of Care

Duty of care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would manage their personal matters.

At a minimum, the following fiduciary responsibilities fall under this duty:

- Participating actively in board meetings
- Serving on at least one committee
- Working to advance the nonprofit's mission and goals
- Practicing oversight of programs and activities
- Choosing a qualified executive director
- Monitoring the budget and financial reports
- Questioning expenditures
- Engaging in strategic planning and goal setting

Duty of Loyalty

Duty of loyalty means that board directors must place the interests of the organization ahead of their own interests at all times. Board members are required to publicly disclose any conflicts of interest and not use board service as a means for personal or commercial gain.

Duty of Obedience

Duty of obedience means that board directors must make sure that the nonprofit is abiding by all applicable [laws and regulations](#) and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission in conjunction with the purpose stated in their nonprofit organization's registration forms.

Duty of Confidentiality

Duty of confidentiality means board members must keep certain types of information confidential. They must not use the information they see or hear in the scope of their position for personal gain.

Duty of Prudence

Duty of prudence refers to being aware of risks and exercising caution in decision-making. Board members are expected to handle matters with a high degree of professionalism and be accountable approving expenditures wisely.

Duty to Disclose

Duty to disclose requires board members to be forthright in their speech and behavior. If they have information that would influence their decisions or impact the decisions of other board members, they have a duty to make that information known.

Fiduciary Responsibility Examples

A few real-life examples of situations nonprofits have faced will make some of the fiduciary responsibilities for nonprofit organizations clear. They are listed below.

Examples of Fiduciary Duties	
Fiduciary Responsibility	Example
Duty of Care	A nonprofit board learned their executive director had become ill with a long-term illness. The executive director would not be able to return to work. Fortunately, the board had planned well for such a situation. They had a backup plan for an interim director and a pipeline of qualified candidates to interview for the position.
Duty of Loyalty and Duty to Disclose	When it came time to vote to renew the director's and officer's insurance policy, a particular board member abstained from the discussion and voting. The board member made this decision because they worked for the insurance company offering the policy and needed to avoid a conflict of interest.
Duty of Obedience and Duty of Prudence	A donor offered a significant monetary contribution to a nonprofit if they agreed to use it for a purpose disconnected from the board's mission. The board voted not to accept the donation as it would require them to engage in activities that did not align with the nonprofit's purpose and goals.

What Constitutes a Breach of Fiduciary Duty?

Before there can be a breach of fiduciary duty, there must be an established relationship between the fiduciary and the beneficiary. In the case of a nonprofit, the board members are fiduciaries, and the nonprofit is the beneficiary.

A board member is considered to have breached a fiduciary duty when they did or said something that was not in the nonprofit's best interest. In a legal sense, the breach must also have resulted in some loss for the nonprofit. Furthermore, the breach must have directly caused the damage.

Assessing Your Board's Understanding of Their Fiduciary Duties

Often, nonprofit board directors recruit and accept anyone willing to serve on the board. Recruiting board directors with little or no board experience can be an excellent way to refresh a board, as long as they get proper training about their [duties and responsibilities](#). The best way to do this is to include a section on fiduciary responsibilities for nonprofit organizations in your board orientation program, which you can store securely on your [BoardEffect](#) platform.

The practice of an annual board evaluation is a good time to assess whether each board director understands their fiduciary duties. Board evaluations should also reveal whether directors understand how their fiduciary responsibilities relate to strategic planning, [risk management](#) and oversight.

During the year, board members should spend some time discussing ways that the board could be exposed to liability for breaching their fiduciary duties. These discussions may form the basis for new organizational policies or changes to existing policies.

[A Practical Approach to Fiduciary Duties](#)

It's prudent and wise to re-evaluate board director performance related to fiduciary responsibilities periodically to ensure that best practices for corporate governance are continually in force. With the [BoardEffect](#) survey tool, boards can efficiently assess their board members' understanding of fiduciary duties and other competencies.

By fully understanding the fiduciary definitions, board directors can assess whether they are fulfilling their duties as individual directors and as a board.

While it's vital to ensure that new board members understand what fiduciary duties are and why they are important, it's common for situations to come up where fiduciary duties come into question. When a fiduciary responsibility is in question, board members must be willing to call them to the board's attention and discuss them openly.

Appendix:

- Sample Agenda
- Sample Minutes
- Election Reporting Forums
- Reimbursement Form
- Sample Attendance Form
- Fiduciary Responsibility
- Constitution and Bylaws
- Strategic Implementation Plan

AGENDA

[DATE OF MEETING HERE]

1. Call to order
2. Approval of Minutes
3. County Budget Update
4. CEA Officers Report
5. Board of Directors Report
6. Local Reports
7. Set Agenda for upcoming County Forum
8. Other
9. Motion to Adjourn

List Future Meetings here!

MINUTES

[DATE OF MEETING HERE]

PRESENT: list who is present

1. Meeting called to order at _____.
2. Approval of Minutes
MOTION: ____/____
Move to approve the minutes of _____
3. County Budget Update
Summary of budget update - keep it brief with no detailed information.
4. CEA Officers Report
List the names of who spoke- keep it brief with no detailed information.
5. Board of Directors Report
List the names of who spoke- keep it brief with no detailed information
6. Local Reports
List the names of who spoke- keep it brief with no detailed information
7. Set Agenda for upcoming County Forum
MOTION: ____/____
Move to approve the proposed agenda for the upcoming County Forum

8. Other
9. Motion to Adjourn
MOTION: ____/____

Move to adjourn.
Meeting adjourned at _____ **List Future Meetings here!**

COUNTY _____ **Dated** _____
CEA Election Results at County Forums

VICE CHAIR

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

VICE CHAIR

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

SECRETARY

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

CEA Resolutions Committee Election at County Forums

This form must be returned prior to the CEA RA in May

COUNTY _____ **Dated** _____

(Two representatives and one alternate from the multi-director counties and one representative and one alternate from the single-director counties.)

Member # 1

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No. _____ *School E-Mail Address* _____

☐ **Yes** I would be willing to serve on the CEA Resolutions Editing Committee if appointed.

☐ **No** I do not wish to serve on the CEA Resolution Editing Committee this year.

Member # 2

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No. _____ *School E-Mail Address* _____

☐ **Yes** I would be willing to serve on the CEA Resolutions Editing Committee if appointed.

☐ **No** I do not wish to serve on the CEA Resolution Editing Committee this year.

Alternate

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No. _____ *School E-Mail Address* _____

☐ **Yes** I would be willing to serve on the CEA Resolutions Editing Committee if appointe

☐ **No** I do not wish to serve on the CEA Resolution Editing Committee this year.

CEA Election Results at County Forums

COUNTY _____

Dated _____

TREASURER

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

SECRETARY

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

CEA Election Results at County Forums

CEA PAC REPRESENTATIVE

COUNTY _____

Dated _____

REP 1

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____

REP 2 (more as needed per CEAPAC Bylaws)

Name _____

Home Address _____

Tel. No. _____ *Home E-Mail Address* _____

School Address _____

Tel. No _____ *School E-Mail Address* _____